

EXHIBIT D

Jon Werner

From: Paul Koster [paul@one-go-events.ru]
Sent: Thursday, November 29, 2007 8:18 AM
To: Ton Jumelet
Subject: FW: BODIES St. Petersburg
Attachments: Bodies-fc-StPetersburg-07-02-20.xls

From: <Pacozimm@aol.com>
Date: Fri, 9 Mar 2007 12:13:29 EST
To: <paul@one-go-events.ru>
Subject: BODIES St. Petersburg

Dear Paul,

Per our conversation I will outline what we have determined would be an acceptable arrangement for us to present BODIES in St Petersburg. There is a degree of anxiety from our principals regarding the overall risk in Russia, real or perceived. The main point being how do we insure that we can get our revenue out of Russia.

I believe we can overcome this lack of confidence in the following way.

Option 1

The guarantee to Premier of \$500,000 USD would be transferred to us prior to moving the Exhibition to St Petersburg. One-go would assume 100% of the risk and advance all the monies needed for start-up, production and marketing. Per the attached business plan the cash prior to opening would be approximately 860,000 euros including the \$500,000 guarantee.

For that consideration One-go will recoup all first monies up to the risk amount. At that point the spilt would be, as stated in the BP

50% Premier

The remaining 50% would be spilt.

66.66% JAM/CPI

33.33 One-go.

The business plan attached shows One-go profit at the forecast of 413,000 euros.

I believe the only risk on our part is perceived and not real, but this will alleviate the hesitance of our principals to "do business in Russia"

If we believe we can do 112,000 people to break even.

Additionally I believe with the initial success of St Petersburg we can pursue more cities in Russia and lock in the exhibition in your territory for the next two years. I would be happy to put that option in our agreement

Option 2

Transfer \$166,666 USD to us prior to moving the exhibition to St Petersburg

One-go would assume 20% of the risk. One-go would advance and pay for all set up, production and marketing. For this consideration One go would receive 20% of the profit after Premier share.

All risk monies would be recouped prior to profit distribution.

One-go would earn approximately 248,000 euros in this scenario at the forecast in the BP.

Your thoughts

P

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12/7/2007

BODIES THE EXHIBITION
BUSINESS PLAN LOCAL CURRENCY **St. Petersburg, Russia**

VENUE	Eurasia
Start Date	Sat May 19/07
End Date	Sun Oct 21/07
LOCAL CURRENCY	Euro
FX Rate to \$USD	0.830000
Hourly Capacity	800
Hours per Day	10
Days per Week	7
Weekly Capacity	56,000
# Of Weeks	26
Total RUN Capacity	1,454,880

Forecasted Attendance	300,000	21%
Ticket Scaling		
1 Adults	85.00%	255,000
2 Seniors	5.00%	15,000
3 Children	5.00%	15,000
4 Private Groups	3.00%	9,000
5 School Groups	2.00%	6,000
6		-
7		-
8		-
9		-
10		-
11		-
12		-
13		-
14		-
15		-
Total Attendance	100.00%	300,000

Ticket Prices	Gross	Net of 0.00%	Net Gross
1 Adults	€ 15.00	€ 15.00	
2 Seniors	€ 12.00	€ 12.00	
3 Children	€ 10.00	€ 10.00	
4 Private Groups	€ 12.00	€ 12.00	
5 School Groups	€ 10.00	€ 10.00	
6	0	€ 0.00	
7	0	€ 0.00	
8	0	€ 0.00	
9	0	€ 0.00	
10	0	€ 0.00	
11 0	0	€ 0.00	
12 0	0	€ 0.00	
13 0	0	€ 0.00	
14 0	0	€ 0.00	
15 0	0	€ 0.00	

Net Ticket Revenues			
1 Adults	3,825,000		3,825,000
2 Seniors	180,000		180,000
3 Children	150,000		150,000
4 Private Groups	108,000		108,000
5 School Groups	60,000		60,000
6	0		-
7	0		-
8	0		-
9	0		-
10	0		-
11 0	0		-
12 0	0		-
13 0	0		-
14 0	0		-
15 0	0		-
SubTotal	4,323,000		4,323,000
			avg net tkt 14.41

Ancillary Revenue			
Ticket Rights			-
Local Sponsorship			-
Audio Tour	€ 5.00	15,000	45,000
Merchandise		€ 1.00	300,000
Venue Revenue Sharing			-
Catalogue Sales			-
Other			-
SubTotal Ancillary			345,000

TOTAL GROSS REVENUE	4,668,000
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Estimated Expenses		% Total Gro
Startup Costs		
Venue rent	-	0%
Marketing	-	-
Installation	(252,000)	(0)
Staffing	(4,150)	(0)
Venue - Construction	(150,000)	(0)
Venue - Operations	-	-
Production related	(35,000)	(0)
Admin-Other Costs	-	-
	(441,150)	-9%
Operating Costs		
Venue rent	(120,000)	(0)
Marketing	(300,000)	(0)
Installation	(50,000)	(0)
Staffing	(133,800)	(0)
Venue - Construction	-	-
Venue - Operations	(36,400)	(0)
Production related	(26,000)	(0)
Admin-Other Costs	(97,814)	-2%
	(764,014)	-16%
Total Expenses	(1,205,164)	-26%
Guarantee to Premier [Exhibit Owner] - Local Currency	(415,000)	-9%
PROFIT	3,047,836	65%

VENUE Eurasia
 Start Date Sat May 19/07
 End Date Sun Oct 21/07
LOCAL CURRENCY Euro
 FX Rate to \$USD 0.830000
 Hourly Capacity 800
 Hours per Day 10
 Days per Week 7
 Weekly Capacity 56,000
 # Of Weeks 26
Total RUN Capacity **1,454,880**

Forecasted Attendance			300,000	21%
Ticket Scaling				
1	Adults	85.00%	255,000	
2	Seniors	5.00%	15,000	
3	Children	5.00%	15,000	
4	Private Groups	3.00%	9,000	
5	School Groups	2.00%	6,000	
6		0	0.00%	-
7		0	0.00%	-
8		0	0.00%	-
9		0	0.00%	-
10		0	0.00%	-
11	0	0	0.00%	-
12	0	0	0.00%	-
13	0	0	0.00%	-
14	0	0	0.00%	-
15	0	0	0.00%	-
Total Attendance			100.00%	300,000

Ticket Prices			Gross	Net of 0.00%	Net Gross	Local Currency - Euro	Var to Local Page, must be zero
1	Adults		18.07	\$ 18.07		15.00	-
2	Seniors		14.46	\$ 14.46		12.00	-
3	Children		12.05	\$ 12.05		10.00	-
4	Private Groups		14.46	\$ 14.46		12.00	-
5	School Groups		12.05	\$ 12.05		10.00	-
6		0	-	\$ -		-	-
7		0	-	\$ -		-	-
8		0	-	\$ -		-	-
9		0	-	\$ -		-	-
10		0	-	\$ -		-	-
11	0	0	-	\$ -		-	-
12	0	0	-	\$ -		-	-
13	0	0	-	\$ -		-	-
14	0	0	-	\$ -		-	-
15	0	0	-	\$ -		-	-

Net Ticket Revenues			Gross	Net of 0.00%	Net Gross	Local Currency - Euro	Var to Local Page, must be zero
1	Adults		4,608,434		4,608,434	3,825,000	-
2	Seniors		216,867		216,867	180,000	-
3	Children		180,723		180,723	150,000	-
4	Private Groups		130,120		130,120	108,000	-
5	School Groups		72,289		72,289	60,000	-
6		0	-		-	-	-
7		0	-		-	-	-
8		0	-		-	-	-
9		0	-		-	-	-
10		0	-		-	-	-
11	0	0	-		-	-	-
12	0	0	-		-	-	-
13	0	0	-		-	-	-
14	0	0	-		-	-	-
15	0	0	-		-	-	-
SubTotal			5,208,434		5,208,434	4,323,000	-
					avg net tkt	#NAME?	#NAME?
					17.36		

Ancillary Revenue							
	Ticket Rights						
	Local Sponsorship						
	Audio Tour			54,217		45,000	-
	Merchandise			361,446		300,000	-
	Venue Revenue Sharing						-
	Catalogue Sales						-
	Other						-
SubTotal Ancillary				415,663		345,000	-

TOTAL GROSS REVENUE 5,624,096 4,668,000

Estimated Expenses					% Total Gross Revenues		
Startup Costs							
	Venue rent				0%	-	-
	Marketing				0%	-	-
	Installation		(303,614)		-5%	(252,000)	-
	Staffing		(5,000)		0%	(4,150)	-
	Venue - Construction		(180,723)		-3%	(150,000)	-
	Venue - Operations				0%	-	-
	Production related		(42,169)		-1%	(35,000)	-
	Admin-Other Costs				0%	-	-
				(531,506)	-9%	(441,150)	-
Operating Costs							
	Venue rent		(144,578)		-3%	(120,000)	-
	Marketing		(361,446)		-6%	(300,000)	-
	Installation		(60,241)		-1%	(50,000)	-
	Staffing		(161,205)		-3%	(133,800)	-
	Venue - Operations		(43,855)		-1%	(36,400)	-
	Production related		(31,325)		-1%	(26,000)	-
	Admin-Other Costs		(117,848)		-2%	(97,814)	-
				(920,499)	-16%	(764,014)	-
Total Expenses				(1,452,005)	-26%	(1,205,164)	-
Guarantee to Premier [Exhibit Owner] - Local Currency				(500,000)	-9%	(415,000)	-
PROFIT				3,672,092	65%	3,047,836	-

Premier Exhibits first split	50%	976,002	17%	810,082	-
Premier Exhibits second split	60%		21%	999,370	-
Premier Exhibits third split	70%	1,204,061	39%	1,809,452	-
Premier share profit		2,180,063			

CPI/Jam first split	50%	976,002	17%	810,082	-
CPI/Jam second split	40%		9%	428,302	-
CPI/Jam third split	30%	516,026	27%	1,238,384	-
CPI/Jam share profit		1,492,028			

Estimated Project-Specific Overheads		(432,795)	-8%	(359,219)	73,575
CPI/JAM Net Profit		1,059,234	19%	879,164	73,575

Breakeven \$\$\$		1,952,005	35%	1,620,164	-
Breakeven tickets		112,433		112,433	-
Checksum Profit		3,672,092		3,047,836	-
Premier/CPI/Jam Share Profit		3,672,092		3,047,836	-
Variance, must be zero		-		-	-

BODIES - THE EXHIBITION

St. Petersburg, Russia
Ancillary Revenue6-MONTH
RUN
LOCAL
CURRENCY
SUBTOTALS

TICKET RIGHTS		€ 0.00
LOCAL SPONSORSHIP		Ticket Rights
AUDIO TOUR		Local Sponsorship
Revenue	€ 5.00	15,000
Audio rental wands		(30,000)
Fixed Exp		
Fixed Exp		
Var Exp		
Var Exp		
Var Exp		
Net Revenue for Calc	-	
Local Share	0%	-
AUDIO TOUR NET		-
MERCHANDISE		Audio Tour
Revenue		300,000
Fixed Exp		
Fixed Exp		
Fixed Exp		
Var Exp		
Var Exp		
Var Exp		
Net Revenue for Calc	-	
Local Share		-
MERCH NET		-
Partners' Shared Revenue With Venue - Where Applicable		Merchandise
Portion of Attendance		300,000
Adults	-	85.00%
Seniors	-	5.00%
Children	-	5.00%
Private Groups	-	3.00%
School Groups	-	2.00%
-	-	0.00%
-	-	0.00%
-	-	0.00%
-	-	0.00%
-	-	0.00%
Gross	-	100.00%
Checksum BP-localCurr		-
Var, must be zero		-
Venue is entitled to 100% of first		- tickets.
		-
		-
		-
		-
		-
		-
Exclusive Venue Revenue		-
Checksum % of Attd		0.00%
Gross X %		-
Var, must be zero		-
SHARED REVENUE		-
Attendance Venue Partners		
Adjust As Per Contract >	1 0%	0%
Adjust As Per Contract >	150,000 70%	30%
Adjust As Per Contract >	250,000 80%	20%
Adjust As Per Contract >	350,000 85%	15%
PARTNER SHARE		20%
VENUE SHARE		80%
Checksum total, must be zero		-
Venue Share Alternate Gross Calc Where Applicable		
AGC Gross		-
Exps		
Exps		
Exps		
15%		- >>>

CASH PHASING

St. Petersburg, Russia, Eurasia

Enter Start Date >		May 19/07	Jun	Jul	Aug	Sep	Oct	Nov 19/07
Attendance >								
300,000		42,857	42,857	42,857	42,857	42,857	42,857	42,857
		14.29%	14.29%	14.29%	14.29%	14.29%	14.29%	14.29%
Net Gross	4,323,000	617,571	617,571	617,571	617,571	617,571	617,571	617,571
Ancillary Revenue								
Ticket Rights	-	-	-	-	-	-	-	-
Local Sponsorship	-	-	-	-	-	-	-	-
Audio Tour	45,000	6,429	6,429	6,429	6,429	6,429	6,429	6,429
Merchandise	300,000	42,857	42,857	42,857	42,857	42,857	42,857	42,857
Other	-	-	-	-	-	-	-	-
Other	-	-	-	-	-	-	-	-
Other	-	-	-	-	-	-	-	-
SubTotal Ancillary	345,000	49,286	49,286	49,286	49,286	49,286	49,286	49,286
TOTAL GROSS REVENUE	4,668,000	666,857	666,857	666,857	666,857	666,857	666,857	666,857
Estimated Expenses								
Startup Costs								
Venue rent	-	-	-	-	-	-	-	-
Marketing	-	-	-	-	-	-	-	-
Installation	(252,000)	(252,000)	-	-	-	-	-	-
Staffing	(4,150)	(4,150)	-	-	-	-	-	-
Venue - Construction	(150,000)	(150,000)	-	-	-	-	-	-
Venue - Operations	-	-	-	-	-	-	-	-
Production related	(35,000)	(35,000)	-	-	-	-	-	-
Admin-Other Costs	-	-	-	-	-	-	-	-
	(441,150)	(441,150)	-	-	-	-	-	-
Operating Costs								
Venue rent	(120,000)	(17,143)	(17,143)	(17,143)	(17,143)	(17,143)	(17,143)	(17,143)
Marketing	(300,000)	(42,857)	(42,857)	(42,857)	(42,857)	(42,857)	(42,857)	(42,857)
Installation	(50,000)	(7,143)	(7,143)	(7,143)	(7,143)	(7,143)	(7,143)	(7,143)
Staffing	(133,800)	(19,114)	(19,114)	(19,114)	(19,114)	(19,114)	(19,114)	(19,114)
Venue - Construction	-	-	-	-	-	-	-	-
Venue - Operations	(36,400)	(5,200)	(5,200)	(5,200)	(5,200)	(5,200)	(5,200)	(5,200)
Production related	(26,000)	(3,714)	(3,714)	(3,714)	(3,714)	(3,714)	(3,714)	(3,714)
Admin-Other Costs	(97,814)	(13,973)	(13,973)	(13,973)	(13,973)	(13,973)	(13,973)	(13,973)
	(764,014)	(109,145)	(109,145)	(109,145)	(109,145)	(109,145)	(109,145)	(109,145)
Total Expenses	(1,205,164)	(550,295)	(109,145)	(109,145)	(109,145)	(109,145)	(109,145)	(109,145)
Guarantee to Premier	\$ (415,000)	(415,000)	-	-	-	-	-	-
PROFIT	3,047,836	(298,438)	557,712	557,712	557,712	557,712	557,712	557,712
Estimated PSO's	(432,795)	(61,828)	(61,828)	(61,828)	(61,828)	(61,828)	(61,828)	(61,828)
NET CASH CONTRIBUTION	2,615,041	(360,266)	495,884	495,884	495,884	495,884	495,884	495,884
Cumulative Cash Balance		(360,266)	135,619	631,503	1,127,388	1,623,272	2,119,157	2,615,041

BODIES - THE EXHIBITION
Project-Specific Overheads
 St. Petersburg, Russia

Executive Travel		-€ 20,000.00
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Subtotal PSO's fixed		(20,000)
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One-Go participation	33.33%	-€ 412,794.53
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Subtotal PSO's variable		(412,795)
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TOTAL PSO'S		(432,795)
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BODIES - THE EXHIBITION
St. Petersburg, Russia
Sensitivity / Breakevens / Etc.

6-MONTH RUN	Forecast 21%	10%	20%	30%	40%
Attendance	300,000	145,488	290,976	436,464	581,952
Net Gross	4,323,000	2,096,482	4,192,964	6,289,446	8,385,928
Ancillaries	345,000				
Operating Expenses	(764,014)	(764,014)	(764,014)	(764,014)	(764,014)
Operating Profit	3,903,986	1,332,468	3,428,950	5,525,432	7,621,914
Gtee	(415,000)	(415,000)	(415,000)	(415,000)	(415,000)
Startup Expenses	(441,150)	(441,150)	(441,150)	(441,150)	(441,150)
6-MONTH RUN Profit / (Loss)	3,047,836	476,318	2,572,800	4,669,282	6,765,764
<u>Breakeven Tickets</u>					
Operating Expenses	53,020				
Gtee	28,799				
Startup Expenses	30,614				
6-MONTH RUN Breakeven	112,433				
<u>WEEKLY</u>					
Attendance	11,538	5,596	11,191	16,787	22,383
Avg Net Gross	166,269	80,634	161,268	241,902	322,536
Ancills	13,269	-	-	-	-
Operating Expenses	(29,385)	(29,385)	(29,385)	(29,385)	(29,385)
Operating Profit	150,153	51,249	131,883	212,517	293,151
Gtee	(15,962)	(15,962)	(15,962)	(15,962)	(15,962)
Startup Expenses	(16,967)	(16,967)	(16,967)	(16,967)	(16,967)
WEEKLY Profit / (Loss)	117,224	18,320	98,954	179,588	260,222
<u>Breakeven Tickets</u>					
Operating Expenses	2,039				
Gtee	1,108				
Startup Expenses	1,177				
WEEKLY Breakeven	4,324				
<u>Weeks To Recoup From Operating Profit</u>					
Gtee	3	8	3	2	1
Startup Expenses	3	9	3	2	2
Weeks to Recoup	6	17	6	4	3
Profit Weeks	20	9	20	22	23
Checksum P/L Total	3,047,836	476,318	2,572,800	4,669,282	6,765,764
Var, must be zero	-	-	-	-	-

Breakeven calculations

Operating Expenses

Fixed	764,014
Var at Breakeven	-
Operating Exps @ B/even	764,014

Gtee	415,000
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Startup Expenses

Fixed	441,150
Var at Breakeven	
Startup Exps @ B/even	441,150

Total Fixed Exps	1,620,164
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50%	60%	70%	80%	90%	100%
727,440	872,928	1,018,416	1,163,904	1,309,392	1,454,880
10,482,410	12,578,892	14,675,375	16,771,857	18,868,339	20,964,821
(764,014)	(764,014)	(764,014)	(764,014)	(764,014)	(764,014)
9,718,396	11,814,878	13,911,361	16,007,843	18,104,325	20,200,807
(415,000)	(415,000)	(415,000)	(415,000)	(415,000)	(415,000)
(441,150)	(441,150)	(441,150)	(441,150)	(441,150)	(441,150)
8,862,246	10,958,728	13,055,211	15,151,693	17,248,175	19,344,657

27,978	33,574	39,170	44,766	50,361	55,957
403,170	483,804	564,437	645,071	725,705	806,339
-	-	-	-	-	-
(29,385)	(29,385)	(29,385)	(29,385)	(29,385)	(29,385)
373,784	454,418	535,052	615,686	696,320	776,954
(15,962)	(15,962)	(15,962)	(15,962)	(15,962)	(15,962)
(16,967)	(16,967)	(16,967)	(16,967)	(16,967)	(16,967)
340,856	421,490	502,123	582,757	663,391	744,025

1	1	1	1	1	1
1	1	1	1	1	1
2	2	2	1	1	1
24	24	24	25	25	25
8,862,246	10,958,728	13,055,211	15,151,693	17,248,175	19,344,657
-	-	-	-	-	-

BODIES - THE EXHIBITION

St. Petersburg, Russia
Venue Rent

**ENTER
 6-MONTH
 RUN
 LOCAL
 CURRENCY
 SUBTOTALS**

Description

		Startup
Rent for 6 months (placeholder)		€ 120,000.00
		Operations
Subtotal Venue Rent		120,000

BODIES - THE EXHIBITION

St. Petersburg, Russia
Marketing / Advertising

**ENTER
 6-MONTH
 RUN
 LOCAL
 CURRENCY
 SUBTOTALS**

Description

Marketing & Advertising	Startup € 300,000.00
	Operations
Subtotal Marketing / Advertising	300,000

BODIES - THE EXHIBITION

St. Petersburg, Russia
Installation

ENTER
 6-MONTH
 RUN
 LOCAL
 CURRENCY
 SUBTOTALS

Description

<p>Premier installation Telephones and internet</p>	<p>€ 250,000.00 € 2,000.00</p>
<p>Load out accural</p>	<p>Startup € 50,000.00</p>
<p>Subtotal Installation</p>	<p>Operations 302,000</p>

BODIES - THE EXHIBITION

St. Petersburg, Russia
Staffing at Exhibition

**ENTER
6-MONTH
RUN
LOCAL
CURRENCY
SUBTOTALS**

Description				SUBTOTALS
One week Training GM			€ 450.00	€ 450.00
Assistant GM	1		€ 375.00	€ 375.00
Box office supervisor & c	2		€ 700.00	€ 700.00
Operations personell	15	€ 35.00	€ 2,625.00	€ 2,625.00
Month				Startup
GM			€ 900.00	€ 5,400.00
Assistant GM	1		€ 750.00	€ 4,500.00
Box office supervisor & c	2		€ 1,400.00	€ 8,400.00
accountant	1		€ 800.00	€ 4,800.00
Operations personell	15	€ 35.00	€ 15,750.00	€ 94,500.00
Security nightwatch shift		€ 90.00	€ 2,700.00	€ 16,200.00
Subtotal Staffing at Exhibition				Operations 137,950

BODIES - THE EXHIBITION

St. Petersburg, Russia
Venue - Construction

**ENTER
 6-MONTH
 RUN
 LOCAL
 CURRENCY
 SUBTOTALS**

Description

Placeholder, Box office, retail, admin Grid	€ 100,000.00 € 50,000.00
	Startup
Subtotal Venue - Construction	Operations 150,000

BODIES - THE EXHIBITION

St. Petersburg, Russia

Venue - Operations

**ENTER
6-MONTH
RUN
LOCAL
CURRENCY
SUBTOTALS**

Description

		Startup
Week		
Operations weekly expenses misc	€ 500.00	€ 13,000.00
Fireman	€ 200.00	€ 5,200.00
First Aid	€ 200.00	€ 5,200.00
Telephones/Internet	€ 300.00	€ 7,800.00
Cleaning	€ 200.00	€ 5,200.00
		Operations
Subtotal Venue - Operations		36,400

BODIES - THE EXHIBITION

St. Petersburg, Russia
Production Related

**ENTER
6-MONTH
RUN
LOCAL
CURRENCY
SUBTOTALS**

Description

Venue signage		€ 20,000.00
Translations Audio& Catalog Exhibition scrims		€ 10,000.00
Website		€ 5,000.00
		Startup
Ticket Printing supplies	1,000	-
		€ 26,000.00
		Operations
Subtotal Production Related		61,000

BODIES - THE EXHIBITION

St. Petersburg, Russia
Other Costs - G&A

ENTER
6-MONTH
RUN
LOCAL
CURRENCY
SUBTOTALS

Description

		Startup
Credit Cards 60% of sales @ 3%	77,814	€ 77,814.00
Insurance		€ 20,000.00
		Operations
Subtotal Other Costs - G&A		97,814